

NOVEMBER 6, 2007MICHAEL W. DOBBINS
CLERK, U.S. DISTRICT COURT**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION****07 C 6272**

CAREMARKPCS HEALTH, L.P.,)	
a Delaware Limited Partnership,)	
)	
Plaintiff,)	
)	Case No.
vs.)	
)	
WALGREEN CO., an Illinois Corporation)	
)	
Defendant.)	
)	
)	

**JUDGE FILIP
MAGISTRATE JUDGE KEYS****CEM****PLAINTIFF'S LOCAL RULE 3.2 DISCLOSURE STATEMENT**

Plaintiff, CaremarkPCS Health, L.P. ("Caremark"), makes the following disclosure pursuant to Local Rule 3.2:

CaremarkPCS Health, L.P. is a limited partnership organized under the laws of the State of Delaware. CaremarkPCS Health, L.P. maintains its principal place of business in Scottsdale, Arizona. CaremarkPCS Health L.P. is the successor to PCS Health Systems, Inc., the party to the contract at issue in this action with Walgreens.

CaremarkPCS Health, L.P. has a general partner, CaremarkPCS Health Systems, L.L.C., and a limited partner, ADVP Consolidation, L.L.C. Both CaremarkPCS Health Systems, L.L.C. and ADVP Consolidation, L.L.C. are organized under the laws of the State of Delaware with their principal place of business in Scottsdale, Arizona.

The sole member of both CaremarkPCS Health Systems, L.L.C. and ADVP Consolidation, L.L.C. is AdvancePCS Holding, L.L.C. AdvancePCS Holding, L.L.C. is organized under the laws of the State of Delaware and has its principal place of business in Scottsdale, Arizona.

The sole member of AdvancePCS Holding, L.L.C. is CaremarkPCS, L.L.C. CaremarkPCS, L.L.C. is organized under the laws of the State of Delaware and has its principal place of business in Scottsdale, Arizona.

The sole member of CaremarkPCS, L.L.C. is Caremark Rx, L.L.C. Caremark Rx, L.L.C. is organized under the laws of the State of Delaware and has its principal place of business in Nashville, Tennessee.

Caremark Rx, L.L.C. is the successor to Caremark Rx, Inc. In connection with a March 2007 merger between Caremark Rx, Inc. and CVS Corporation, Caremark Rx, Inc. was merged into a subsidiary of the re-named parent company, CVS Caremark Corporation. The surviving entity and successor to Caremark Rx, Inc. following the merger is Caremark Rx, L.L.C. Caremark Rx, L.L.C. has one member – CVS Pharmacy, Inc. – and CVS Caremark Corporation owns 100% of CVS Pharmacy, Inc.'s stock. CVS Caremark Corporation is a Delaware corporation with its principal place of business in Rhode Island. CVS Pharmacy, Inc. is a Rhode Island corporation with its principal place of business in Rhode Island.

Respectfully submitted,

s/Peter J. Kocoras

One of the Plaintiff's Attorneys

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CERTIFICATE OF SERVICE

The undersigned attorney states that he caused a true and correct copy of the above-described **PLAINTIFF'S LOCAL RULE 3.2 DISCLOSURE STATEMENT** to be served upon the following attorneys of record for Defendants, by hand delivery and facsimile, on November 6, 2007 at the following address:

Dana I. Green
Senior Vice-President - General Counsel, Corporate Secretary
Walgreen Co.
200 Wilmot Road
Deerfield, Illinois 60015
Fax: (847) 914-3109

By: s/Peter J. Kocoras
One of the Plaintiff's Attorneys